

Table 1: Facilities with Reported Findings of Chlorinated VOCs
Identification of Potential Chemical Release Sources in the Olympic Boulevard Industrial Corridor
Based on Publicly Available Documents

Facility Location and Name	Current and Former Facility Owners and Occupants	Site Investigation/ Remediation Conducted	Potential Sources Identified	Constituents in Soil (maximum concentration reported)		Constituents in Groundwater (maximum concentration reported)	
				Chlorinated VOCs	Other Constituents	Chlorinated VOCs	Other Constituents
Exposition Boulevard between Stewart Street and Centinela Avenue	Current and former owners- undetermined. Current occupant- Verizon (GTE). Former occupant- Douglas Aircraft	-CERCLA site inspection, 12 borings, groundwater samples collected from 5 Verizon monitoring wells (1996) -Groundwater monitoring - quarterly (2000) -Soil gas survey (2000) -Work Plan submitted to characterize the lateral & vertical extent of TCE in shallow groundwater (2002) ^{6,7,8} -Verizon USTs removed (1985 and 1993) -Contaminated soil excavated (330 cy) (1983) -Free product recovery (completed in 1983) -Installed 42 monitoring wells (32 on-site, 10 off-site) (various phases) -Groundwater remediation pump & treat, removed ~ 3.8 MG (1985-1996) -Case closed (1996) ^{8,9}	-degreasing area -paint booth -maintenance shop -plastics laboratory -heat-treating area -4 USTs -2-stage clarifier -2 waste solvent tanks 4 gasoline USTs	Limited soil sampling; results of analyses were ND	No data reviewed	TCE = 3,400 ug/L PCE = 130 ug/L 1,1-DCE = 4.1 ug/L 1,2-DCA = 200 ug/L cis-1,2-DCE = 430 ug/L Vinyl chloride = 230 ug/L	Benzene = 8,700 ug/L Ethylbenzene = 3,100 ug/L Toluene = 310 ug/L Xylenes = 12,000 ug/L MTBE = 370 ug/L
"Verizon Facility"				No data reviewed	No data reviewed	No data reviewed	Benzene = 61,000 ug/L Ethylbenzene = 14,000 ug/L Toluene = 35,000 ug/L Xylenes = 14,000 ug/L TPH = 40.2 mg/L

References (publicly available documents).

6. Kennedy/Hecks Consultants. 1999. Facility Audit, Former Douglas Aircraft Plant A7. 23 January.
7. Kennedy/Hecks Consultants. 2000. Soil Gas Survey Report, Former Douglas Aircraft Company Plant A7. 9 October.
- 7B. CDM. 2002. Groundwater Quality Investigation Work Plan. 16 September.
8. IT Corp. 1991. Annual Report of Waste Discharge. January. (and additional periodic reports)
- 8B. Regional Water Quality Control Board. 1996. Underground Tank Case Closure—GTE Santa Monica Plant Yard.

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				Chlorinated VOCs	Other Constituents	Chlorinated VOCs	Other Constituents
Michigan Ave. (includes block fronting south side of Olympic Blvd. between 26th Street and Stewart Street)	Current owner- City of Santa Monica. Former owners- Southern Pacific for areas A and B; American Appliances/Mon-Flo for area C.	-Soil investigations, 10 borings (1986, 1991, 1993, & 1994) -4 USTs removed (1993) -144 cy of soil excavated (1996) -26 confirmation soil samples from excavation sidewalls (1996) ^{9, 10}	-4 USTs (gasoline & diesel) -Landfill contents (City of Santa Monica Landfill #2)	PCE = 190 ug/kg TCE = 8,000 ug/kg cis-1,2-DCE = 14,000 ug/kg trans-1,2-DCE = 9,500 ug/kg vinyl chloride = 3,000 ug/kg	Benzene = 400 ug/kg TPHg = 1,700 mg/kg TPHd = 4,100 mg/kg	No data reviewed	No data reviewed
"Berganot Property" (with sub-areas A, B, and C as indicated on figure)	Current occupants- Berganot Station Arts Center at areas A and C, 20th Century Fox at area B. Former occupants- Douglas Aircraft at areas A and B; Amer. Appliances/Mon-Flo at areas A and C. City of Santa Monica Landfill #2 at area C.	-Environmental Assessments including soil gas survey, soil sampling, monitoring well installation/groundwater sampling (1989 and 1990) -Site investigation soil sampling, monitoring well installation/groundwater sampling, aquifer testing (1994) -Semi-annual groundwater monitoring (since 1995) ^{11, 12}	-Former Douglas Aircraft facility operations -4 USTs (diesel & unleaded gasoline) -2 electrical transformers -underground concrete-line sump -3 septic tanks	TCE = 740 ug/kg PCE = 22 ug/kg	No data reviewed	TCE = 3,200 ug/L PCE = 590 ug/L 1,1-DCE = 28 ug/L	No data reviewed

References (publicly available documents).

9. McLaren Hart. 1993. Soil Investigation for Former American Appliance Manufacturing Facility. July 9.
10. Flour Daniel GTI, Inc. 1996. Former Diesel and Gasoline Underground Storage Tank Area, Excavation Report, Former American Appliance Manufacturing Site. 2 July.
11. MARK Group. 1990c. Environmental Site Assessment, Berganot Property. 13 September.
12. Arthur D Little, Inc. 2000. Site Investigation Report, Berganot Property, Santa Monica, CA. March.

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				Chlorinated VOCs	Other Constituents	Chlorinated VOCs	Other Constituents
2240 Michigan Ave City of Santa Monica Former owner- undetermined. Current occupant- City of Santa Monica's corporation yard. Former occupant- unnamed former landfill.		-Soil and groundwater investigations for potential releases from USTs (1987, 1988, 1999, and 2001) ¹³ -Downgradient site assessment (includes Bergamot Property) and well installation for UST investigation (2002-2003) ¹⁴ -Quarterly groundwater monitoring (includes Bergamot Property) (2001 - present) ¹⁵ -SVE system startup (2004) ¹⁵	USTs (gasoline, diesel fuel, motor oil, hydraulic oil, and waste oil) USTs (gasoline, diesel fuel, motor oil, hydraulic oil, and waste oil) USTs (gasoline, diesel fuel, motor oil, hydraulic oil, and waste oil) SVE system installed to address hydrocarbon-impacted soil present beneath site due to a release from the previous fueling facility	1,2-DCA = 49 ug/kg MTBE = 300 ug/kg Benzene = 8,600 ug/kg Ethylbenzene = 45,000 ug/kg Toluene = 82,000 ug/kg Xylenes = 215,000 ug/kg Naphthalene = 18,000 ug/kg TPH = 6,700 mg/kg PCE = 15 ug/kg TCE = 22 ug/kg No data reviewed	MTBE = 300 ug/kg Benzene = 8,600 ug/kg Ethylbenzene = 45,000 ug/kg Toluene = 82,000 ug/kg Xylenes = 215,000 ug/kg Naphthalene = 18,000 ug/kg TPH = 6,700 mg/kg No data reviewed	TCE = 38 ug/L cis-1,2-DCE = 4.2 ug/L trans-1,2-DCE = 1.0 ug/L PCE = 690 ug/L PCB = 3 ug/L PCB = 430 ug/L TCE = 1,800 ug/L No data reviewed	MTBE = 1,400 ug/L Benzene = 14,000 ug/L Ethylbenzene = 4,500 ug/L Toluene = 36,000 ug/L Xylenes = 25,000 ug/L MTBE = 170 ug/L Benzene = 3,600 ug/L Ethylbenzene = 1,800 ug/L Toluene = 10,000 ug/L Xylenes = 9,600 ug/L TPH = 39 mg/L MTBE = 700 ug/L Benzene = 3,600 ug/L Ethylbenzene = 1,800 ug/L Toluene = 10,000 ug/L Xylenes = 9,600 ug/L DIPN = 9.2 ug/L TPH = 70 mg/L No data reviewed

References (publicly available documents):

13. Komex. 2002. Underground Storage Tank Area Site Assessment Report, City of Santa Monica Corporation Yard, Santa Monica, CA. 26 March.
14. Komex. 2003a. Downgradient Site Assessment and Well Installation Report - UST Investigation Area, City of Santa Monica Corporation Yard, 2500 Michigan Avenue, Santa Monica, California. 24 March.
15. Komex. 2005. Preliminary Site Conceptual Model Update & Third Quarter 2005 Groundwater Monitoring Report, Underground Storage Tank Area, City of Santa Monica Corporation Yard. 15 October.

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				Chlorinated VOCs	Other Constituents	Chlorinated VOCs	Other Constituents
2300 Olympic Blvd (also 1620 26th Street, and 2300 Colorado Ave.) "The Water Garden"	Current and former owners- undetermined. Current occupants- The Water Garden Company, LLC. Former occupants- the Beverly Hills City Landfill and the Gladding McBeam brick quarry and dump	-Exploratory soil boring to determine depth of existing fill and characteristics of underlying natural soils (1969) -Geotechnical investigation, 20 borings (1978) -Soil and groundwater investigation, 28 borings (1986) -Soil containing landfill debris and hydrocarbon impacted soil was removed to depth of 30 feet bgs for subterranean parking structure (1989) -Soil excavation and remediation (only lead contaminated soil was treated) (Nov. 1988 - Feb. 1989) - Environmental Assessment (soil sampling) (1989) - Additional quantification of lead contaminated soil and waste characterization for disposal (1989) -Soil gas survey, soil and groundwater sampling as part of supplemental subsurface site assessment (1998) ¹⁶	-USTs -landfill debris	No data reviewed	TPH = 30,000 mg/kg	TCE = 120 ug/L 1,1-DCE = 1.6 ug/L cis-1,2-DCE = 25 ug/L trans-1,2-DCE = 67 ug/L	No data reviewed
12333 West Olympic Blvd "TeleDyne Controls Facility"	Current and former owners - undetermined. Current occupant - undetermined. Former occupant - TeleDyne Controls.	-4 USTs (containing diesel, gasoline, mineral spirits) removed from site (1990) -Phase I Environmental Site Assessment (1993) -Supplemental Phase II Environmental Site Assessment (soil gas, soil, and groundwater sampling) (1996) -Installation of SVE system (1995 - 1999) ^{17,18} - Additional site investigation and groundwater sampling (1999) ¹⁹	-USTs -hazardous materials storage areas -loading dock area identified as release area for PCE and TCE	No data reviewed No data reviewed No data reviewed	TPH = 510 mg/kg TPHd = 55 mg/kg No data reviewed No data reviewed	No data reviewed No data reviewed PCE = 9.4 ug/L TCE = 3.7 ug/L 1,1-DCE = 83 ug/L 1,1,1-TCA = 14 ug/L 1,1-DCA = 42 ug/L 1,4-dioxane = 8.2 ug/L	No data reviewed No data reviewed No data reviewed

References (publicly available documents).

16. California Environmental (CE), 2001. Synopsis of Site Assessment and Remedial Clean-Up Activities. March.

17. GLENFOS, 1996a. Second Supplemental Phase II Environmental Site Assessment. 19 January.

18. GLENFOS, 2001b. Soil and Groundwater Investigation/Remediation, 12333 West Olympic Boulevard, West Los Angeles, California 900064, 17 October.

19. GLENFOS, 2004a. Twelfth Quarterly Groundwater Sampling, 12333 West Olympic Boulevard, West Los Angeles, California 90064, 31 March.

Table 2: Facilities with Reported Findings of Only "Other Constituents"

Identification of Potential Chemical Release Sources in the Olympic Boulevard Industrial Corridor
Based on Publicly Available Documents

Facility Location and Name	Current and Former Facility Owners and Occupants	Site Investigation/ Remediation Conducted	Potential Sources Identified	Constituents in Soil (maximum concentration reported)		Constituents in Groundwater (maximum concentration reported)	
				Chlorinated VOCs	Other Constituents	Chlorinated VOCs	Other Constituents
22101 Street 1721 22nd Street "Southern California Edison Facility"	Current and former owners- undetermined. Current occupant- undetermined. Former occupant- Southern California Edison.	-Soil sampling and UST removal and replacement (1987) -Site characterization (10 borings) identified area (~700 ft ²) of fuel-impacted soil; excavation of contaminated soil (1994) -Excavation & disposal of impacted soil (1,239 tons) (1994) ¹	Diesel UST	No data reviewed	Benzene = 20 ug/kg Ethylbenzene = 480 ug/kg Toluene = 230 ug/kg Xylenes = 590 ug/kg TPHd = 12,000 mg/kg	No data reviewed	No data reviewed

References (publicly available documents).

1. AquaGeosciences, Inc. 1994, Remedial Action Report, Southern California Edison. April.

Table 2: Facilities with Reported Findings of Only "Other Constituents"
Identification of Potential Chemical Release Sources in the Olympic Boulevard Industrial Corridor
Based on Publicly Available Documents

Facility Location and Name	Current and Former Facility Owners and Occupants	Site Investigation/ Remediation Conducted	Potential Sources Identified	Constituents in Soil (maximum concentration reported)		Constituents in Groundwater (maximum concentration reported)	
				Chlorinated VOCs	Other Constituents	Chlorinated VOCs	Other Constituents
Olympic Boulevard							
1776 Cloverfield Blvd "Unocal Station #5577"	Current and former owners- undetermined. Current occupant- undetermined. Former occupant- Unocal Corporation	Site investigation - 22 soil borings (1992) ²	2 gasoline USTs 1 waste oil UST	No data reviewed	Benzene = 98,000 ug/kg TPH = 13,000 mg/kg	No data reviewed	No data reviewed
1819 Cloverfield Blvd "Arco Station #1978"	Current and former owners- undetermined. Current occupant- undetermined. Former occupant- Arco	Intermittent bailing of free product from monitoring wells; 58 gallons removed (1991 to 1993, at least) -Soil Vapor Extraction System: March 1996-September 1996 (shutdown due to low influent concentrations) Restarted Feb 1997 and shutdown completely Aug 1997 -Site Assessments - installed monitoring and vapor extraction wells (1987 - 1994) -Quarterly groundwater sampling and operations of SVE system (1996-1997) -Confirmation sampling and closure assessment that included soil and groundwater (2 hydropunch samples) sampling ³ (1997)	5 Gasoline USTs 1 waste oil UST	No data reviewed	TPH > 100 mg/kg TPRH = 13,000 mg/kg	No data reviewed	MTBE = 130 ug/L Benzene = 11,000 ug/L Ethylbenzene = 2,200 ug/L Toluene = 7,200 ug/L Xylenes = 8,100 ug/L TPH = 11.96 mg/L

References (publicly available documents).

2. GeoResearch. 1992. Phase II Site Assessment Report, UNOCAL Service Station 5577. 1 September.

3. EMCON Associates. 1998. Closure Report, ARCO Service Station #1978. 3 February.

Table 2: Facilities with Reported Findings of Only "Other Constituents"

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Facility Location and Name	Current and Former Facility Owners and Occupants	Site Investigation/ Remediation Conducted	Potential Sources Identified	Constituents in Soil (maximum concentration reported)		Constituents in Groundwater (maximum concentration reported)	
				Chlorinated VOCs	Other Constituents	Chlorinated VOCs	Other Constituents
2100 Colorado Ave "Sony Music Center"	Current and former owners- undetermined. Current occupant- undetermined. Former occupant- Lowe Development Corp.	-Soil excavation (1991) -Soil vapor extraction (1992 - 1994) ⁴	Gasoline UST	No data reviewed	Benzene = 18,000 ug/kg Ethylbenzene = 666,000 ug/kg Toluene = 171,000 ug/kg Xylenes = 331,000 ug/kg TPH = 5,240 mg/kg	No data reviewed	No data reviewed
2425 Colorado Ave. "Colorado Place"	Current and former owners- undetermined. Current occupant- undetermined. Former occupant- Maguire Partners (MGM Plaza)	-Subsurface investigations around UST during upgrade, 5 borings (1991 and 1992) -Site investigation during UST closure, 4 borings (1998) -Fuel-impacted soil excavated (1998) ⁵	UST	No data reviewed	Benzene = 6 ug/kg Ethylbenzene = 55 ug/kg Toluene = 38 ug/kg Xylenes = 570 ug/kg TPHD = 2,300 mg/kg	No data reviewed	No data reviewed
	Current and former owners- undetermined. Current occupant- undetermined. Former occupant- Colorado Place Phase III (GTE responsible for USTs).	-Subsurface investigations, 41 borings (1986) -2 USTs removed (1986) -Remaining 2 USTs to be removed and cleanup of contaminated soil to be achieved by GTE prior to 30 April 1987 by contract agreement (excavation proposed as cleanup option) ⁶	4 USTs (diesel, waste oil, and gasoline)	No data reviewed	No data reviewed	No data reviewed	No data reviewed

References (publicly available documents):

4. Clean-Up Technology, Inc. 1994. Closure Report for Soil Remediation, Sony Music Center. 5 December.
5. Damos & Moore, 1998. Report of Underground Storage Tank Closure, MGM Plaza. 17 December.
6. Michael Brandman Associates, Inc. 1986. Colorado Place, Phase III, Final Environmental Impact Report. November.

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				Chlorinated VOCs	Other Constituents	Chlorinated VOCs	Other Constituents
Stanford Street 1815 Stanford Street	Current owner- undetermined.	Subsurface soil investigations (1992 and 1993)	2,000-gallon diesel UST	No data reviewed	Benzene = <300 ug/kg Ethylbenzene = 6,300 ug/kg Toluene = 6,600 ug/kg Xylenes = 39,000 ug/kg TPH = 1,600 mg/kg	No data reviewed	Benzene = <1 ug/L Ethylbenzene = <1 ug/L Toluene = <1 ug/L Xylenes = <1 ug/L
"John Dretcher Property"	Former owner- John Dretcher. Current occupant- undetermined. Former occupant- undetermined.	Supplemental soil and groundwater investigation (1994) ⁷					

References (publicly available documents).

7. CTL Environmental Services, 1994, Supplementary Subsurface investigation, Underground Storage Tank Area, 1815 Stanford St. 17 May.

Table 3: Former Landfills

**Identification of Potential Chemical Release Sources in the Olympic Boulevard Industrial Corridor
Based on Publicly Available Documents**

Facility Location and Name	Current and Former Facility Owners and Occupants	Site Investigation/Remediation Conducted	Potential Sources Identified	Constituents in Soil (maximum concentration reported)		Constituents in Groundwater (maximum concentration reported)	
				Chlorinated VOCs	Other Constituents	Chlorinated VOCs	Other Constituents
Between Colorado Avenue and Olympic Boulevard, 26th Street and Stewart Street	Current and former owners-undetermined. Current occupants-various, some undetermined.	No data reviewed	Landfill contents	No data reviewed	No data reviewed	No data reviewed	No data reviewed
"City of Santa Monica Landfill #1"	Former occupant- City of Santa Monica Landfill #1.						
2341 Michigan Avenue and to the west toward 26th St.	Current owner- City of Santa Monica for portion underlying current Bergamot Property, current owner of other properties underlain by landfill undetermined.	- Soil Investigation (1993) ¹ - Solid Waste Assessment Test (1996 to 1998) ² - Landfill gas extraction system (commenced 1998) ³	Landfill contents (municipal solid waste & incinerator ash)	PCE = 190 ug/kg TCE = 8,000 ug/kg cis-1,2-DCE = 14,000 ug/kg trans-1,2-DCE = 9,500 ug/kg vinyl chloride = 3,000 ug/kg	No data reviewed	TCE = 1.4 ug/L cis-1,2-DCE = 1.4 ug/L	No data reviewed
"City of Santa Monica Landfill #2"	Former owner- American Appliance/Mor-Flo for portion underlying current Bergamot Property, previous owner of other properties underlain by landfill undetermined. Current occupants- Bergamot Station Arts Center and other entities. Former occupants- Amer. Appliance/Mor-Flo.						

References (publicly available documents).

1. McLaren Hart. 1993. Soil Investigation for Former American Appliance Manufacturing Facility. July 9.
2. City of Santa Monica, Environmental and Public Works Management. 1998. SWAT Report Findings - Santa Monica City Landfill. 12 December.
3. Arthur D. Little, 2000. Site Investigation Report, Bergamot Property. 21 March.

Table 3: Former Landfills

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				Chlorinated VOCs	Other Constituents	Chlorinated VOCs	Other Constituents
Beverly Hills City Landfill 2401 through 2525 Colorado Ave	Current and former owners- undetermined.	No data reviewed	Landfill contents	No data reviewed	No data reviewed	No data reviewed	No data reviewed
	Current occupants- The Water Garden Company, LLC.						
	Former occupants- the Beverly Hills City Landfill and the Gladding McBean brick quarry and dump.						
Stewart Park and City of Santa Monica Corporation Yard "Unnamed Landfill #1"	Current and former owners- undetermined.	No data reviewed	Landfill contents	No data reviewed	No data reviewed	No data reviewed	No data reviewed
	Current occupants- undetermined.						
	Former occupant - Unnamed Landfill #1						
Under Stewart Park and City of Santa Monica Corporation Yard "Unnamed Landfill #2"	Current owner- City of Santa Monica for portion under Stewart Park and the Corporation Yard; owners of other properties undetermined.	No data reviewed	Landfill contents	No data reviewed	No data reviewed	No data reviewed	No data reviewed
	Former owner- undetermined.						
	Current occupants- City of Santa Monica for portion under Stewart Park and the Corporation Yard; occupants of other properties undetermined.						
	Former occupant- Unnamed Landfill #2.						

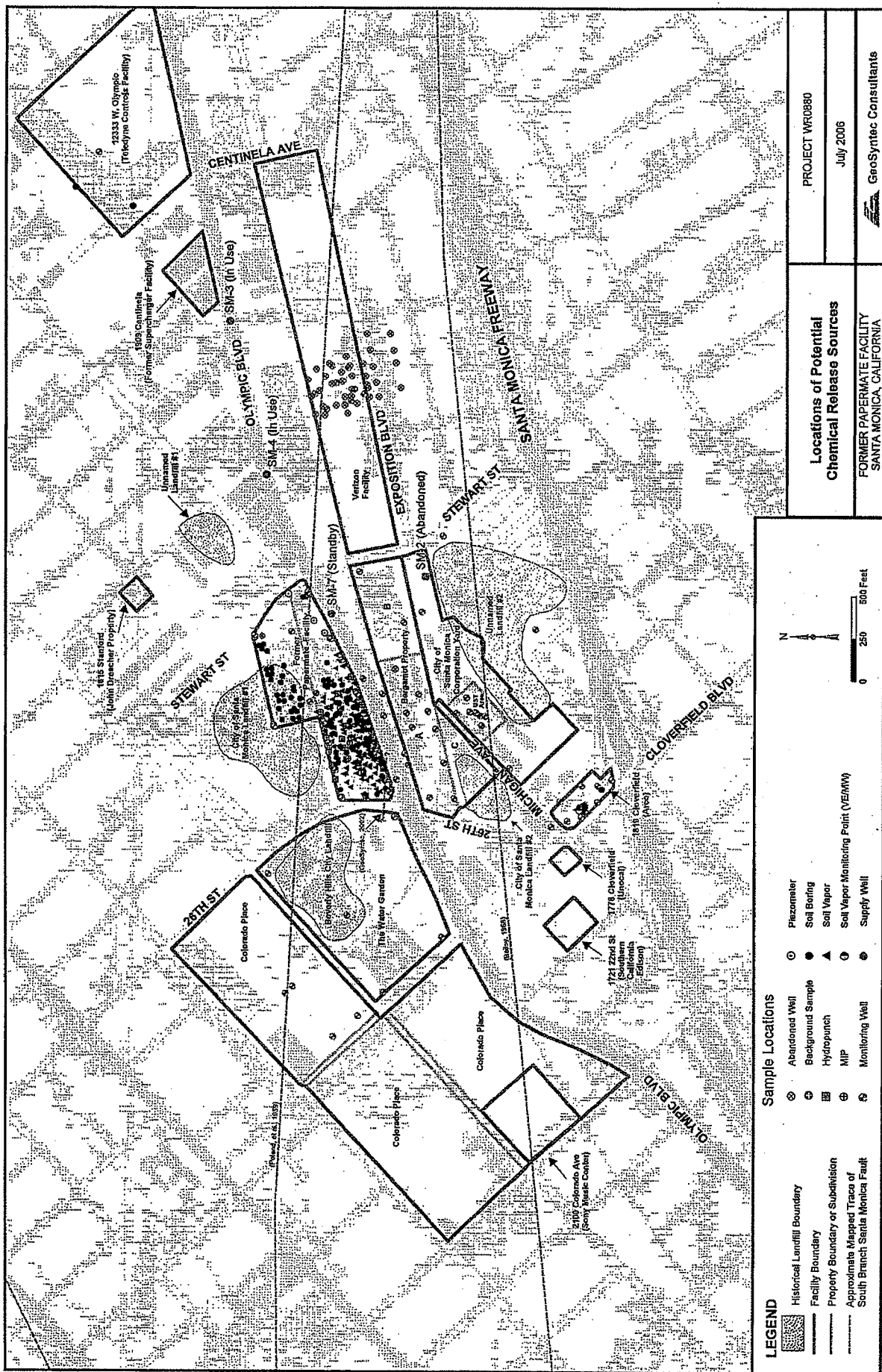


Exhibit D

City Council Meeting: April 8, 2008

Agenda Item: 1-E

To: Mayor and City Council
From: Joan Akins, Acting Director - Environmental and Public Works Management
Subject: Contract for Groundwater Remediation Services at the Big Blue Bus Yard and Corporate Yard

Recommended Action

Staff recommends that the City Council:

1. authorize the City Manager to negotiate and execute a contract with ICF International for groundwater remediation services at the Big Blue Bus Yard (BBB) in an amount not to exceed \$745,100 for up to a 5 year term; and
2. authorize the City Manager to negotiate and execute a contract with ICF International for groundwater remediation services at the Corporate Yard in an amount not to exceed \$1,371,983 for up to a 5 year term; and
3. appropriate additional \$42,418.98 for FY 07/08 in account C010020.589000.

Executive Summary

The City employs the services of consultants to provide environmental assessment, remediation, and monitoring of City owned contaminated soils and groundwater. Provided the current level of remediation continues at the BBB site, it is likely that the Los Angeles Regional Water Quality Control Board (Board) will issue the City a letter of no further action for the site within the next 12 months. In addition, the Board has approved a Remedial Action Plan (RAP) for the Corporate Yard site that will allow the City to begin extracting groundwater from the Olympic Well Field Sub Basin to provide drinking water to its residents. The difference between the cost of City-produced water and the cost of purchasing water from the Metropolitan Water District will offset much of the cost of the remediation efforts at the Corporate Yard site. Continued remediation of these two City owned sites will result in significant economic and environmental benefits for the City, its residents, and the surrounding environment.

The current contracts with ICF International for environmental remediation services at the Corporate Yard and BBB expired on February 28, 2008. A new competitive process was conducted in late 2007. Staff reviewed the eight proposals received and ICF was recommended to provide continued environmental services at both locations for an additional three years with two one year options. Staff does not anticipate there being any further expenses until the new contracts are in effect.

Background

As part of ongoing operations, the City maintains fueling facilities and underground storage tanks at the Corporate Yard and Big Blue Bus Yard. As a result of these fueling operations, spills and leaks have occurred in the past which require assessment and cleanup. This work is

conducted under the oversight of the Board. The City and its consultants have been working diligently since 1987 to cleanup both sites.

The City has relied on ICF International to provide the following services at these sites: site assessment and investigation; design, installation, operation, and maintenance of groundwater extraction and treatment systems requiring sampling, testing, purging, and quarterly reporting on a network of soil borings and groundwater monitoring wells located at both sites; installation and operation of soil vapor extraction and bioventing systems to remove hydrocarbons from the soils; design, installation, and operation of air/O₂ barrier systems to remove methyl tertiary-butyl ether (MTBE) and separate phase petroleum hydrocarbons from the groundwater; removal and replacement of underground storage tank fueling systems; development of best management practices for City soil excavation projects; groundwater extraction and treatment systems; and environmental assistance with reviewing and analyzing associated off-site reports, participation in meetings, and on-site field activities as required.

The consultants expect to obtain a closure letter for the BBB facility on behalf of the City within the next year. In order to receive this letter of no further action, the City must complete all groundwater monitoring and investigation, decommission all unnecessary monitoring wells, and submit a final closure report for the site. Future actions planned for the Corporate Yard involve further stabilization of the existing MTBE plume with the installation of an ozone barrier system designed to prevent the further downgradient migration of the MTBE impacted groundwater plume and to reduce the concentrations of MTBE in the groundwater. This system will also allow the City to begin extracting groundwater from the Olympic Well Field Sub Basin to provide drinking water to its residents.

On September 12, 2000, the City Council approved funding in the amount of \$2,207,233 for Contract #127CD with ICF Consulting to conduct environmental investigation and remediation services at the Airport, BBB, and Corporate Yard. On March 11, 2003 the City Council approved a contract modification in the amount of \$230,000 with ICF Consulting for additional environmental services at the Corporate Yard. On January 13, 2004, the City Council approved another contract modification in the amount of \$341,370 to extend the existing agreement associated with environmental investigation and remediation services at the BBB and Corporate Yard. On September 28, 2004, the City Council approved a contract modification in amount of \$54,990 for environmental assessment and remediation activities at the Corporate Yard. On November 9, 2004, the City Council approved a three year contract with ICF Consulting for soil and groundwater environmental assessment and remediation services in the amount of \$804,516 for Contract #8411 (CCS) for the Corporate Yard and \$1,273,977 for Contract #8412 (CCS) for the BBB.

To date, the contracts with ICF Consulting total \$4,912,086 for the three remediation projects.

Discussion

Currently the Board requires the City to sample a network of monitoring wells at both sites, and submit quarterly reports describing the hydrologic conditions and progress being made towards remediation. The City has reached significant milestones towards lowering the presence of contamination in both the soils and groundwater. Some of the contaminants thus far identified include diesel, total petroleum hydrocarbons as gasoline, benzene, toluene, ethylbenzene, xylenes, chlorinated volatile organic compounds, trichloroethene, hydraulic oils, and methyl tertiary-butyl ether.

The proposed contracts with ICF Consulting will provide continued environmental assessment and remediation services at the City's Corporate Yard and Big Blue Bus Yard. The work at the Corporate Yard is expected to continue at least through Fiscal Year 2013-2014, and the work at the BBB is expected to be completed in Fiscal Year 2009-2010. Due to the duration of the projects, staff proposes that the contracts remain in effect for three years, with two additional one year options for a fourth and fifth year.

Contractor/Consultant Selection

Proposals were originally solicited from seventeen consulting firms with demonstrated expertise in the necessary technical disciplines. A notice of the request for proposal was placed in the Santa Monica Daily Press and a posting was placed on the City's website. A review committee was formed consisting of staff from the Environmental Programs Division, Big Blue Bus Department, Civil Engineering and Architecture Division, and Water Resources Division. Of the eight bids received, staff selected four proposals for review by the committee. Based upon ICF's familiarity and history with these sites, exceptional ability to coordinate with City staff and accommodate City schedules, high level of integrity, exceptional accuracy and quality of work, and competitive pricing, the committee unanimously determined that ICF Consulting would best be able to deliver the professional and time sensitive services required by the City.

The recommended authorization includes the contract amount plus a 10% contingency. A contingency of this amount is recommended due to the variable changes in field conditions, contaminant distribution, and because regulatory requirements often compel immediate response by the City.

Financial Impacts & Budget Actions

The annual on-going costs for operations, maintenance, and repair at the Corporate Yard are approximately \$150,000. There is a one time cost of \$497,559 for designing, constructing, and installing the ozone sparging barrier system proposed in the Remedial Action Plan for the Corporate Yard. The annual costs for operations, maintenance, repair, and reporting at the BBB are approximately \$135,000. Groundwater monitoring and remediation costs for the BBB are not anticipated to continue past Fiscal Year 2009-2010.

The total annual cost for all work at the corporate yards is \$274,396.60, with 70% of the cost (\$192,077.62) to be paid from the Underground Tank Management CIP Account C250020.589000 (Water Fund) and 30% of the cost (\$82,318.98) to be paid from the Underground Tank Management CIP Account C010020.589000 (General Fund). Adequate funding is currently available in account C250020.589000 to cover these costs. Currently \$39,900 is available in account C010020.589000. Staff requests that Council appropriate an additional \$42,418.98 for FY 07/08 in account C010020.589000 to make up the shortfall. Funds will be requested for future years in the amount of \$82,318.98 per year in account C010020.589000 through the CIP budget process. Funds for the scope of services at the Big Blue Bus Yard are available in the amount of \$149,020 per year in the Big Blue Bus Fund Account C410107.589000.

Prepared by: James Conway, Sr. Environmental Analyst

Approved: _____

Forwarded to Council: _____

Joan Akins, Acting Director
Environmental and Public Works
Management Department

P. Lamont Ewell
City Manager

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6 Attorneys for Petitioner
THE GILLETTE COMPANY
7

8 STATE OF CALIFORNIA

9 STATE WATER RESOURCES CONTROL BOARD

10 In the Matter of Los Angeles Regional Water) No:
11 Quality Control Board Cleanup and Abatement)
Order No. R4-2008-0034 - Former Gillette) REQUEST FOR STAY
12 Papermate Facility, Santa Monica, California)

13
14 Consistent with California Water Code § 13321 and § 2053 of Title 23 of the California
15 Code of Regulations, The Gillette Company ("Gillette" or "Petitioner") hereby requests a stay of
16 the Cleanup and Abatement Order ("Order" or "CAO") R4-2008-0034 executed by the Executive
17 Officer of the Los Angeles Regional Water Quality Control Board ("Regional Board") on July 25,
18 2008 pursuant to the California Water Code § 13304.

19 The grounds for stay are set forth herein and more fully explained in the Petition that was
20 filed with the State Water Resources Control Board ("State Board") concurrent with this filing; said
21 Petition and exhibits are incorporated herein by reference. Due to the unreasonable, burdensome,
22 and imminent deadlines set forth in the CAO, and the resulting certainty of non-compliance,
23 Petitioner is unjustifiably exposed to the potential imposition of administrative civil penalties. In
24 order to assure that Petitioner will not suffer damages as a result of unrealistic requirements,
25 Petitioner respectfully requests a hearing before the State Board as soon as feasible.

26 Due to the substantial burden and prejudice that will be suffered by Petitioner as a result of
27 the purported findings and assignments of liability, as well as that harm which will result if
28

1 Petitioner must comply with the requirements and deadlines while State Board review is pending,
2 Petitioner seeks a stay of the CAO.

3 The lack of a hearing and of a proper evidentiary record have resulted in Petitioner's
4 attempts to resolve this matter through direct communication with prosecution staff, legal and
5 technical, as well as with the Executive Officer. At the time of submittal of this Petition, Petitioner
6 has been informed that relief from the unreasonable, burdensome, and imminent deadlines has been
7 denied by the Regional Board.

8 Petitioner asks that this Stay Request be placed in abeyance pending submittal and
9 determination of Petitioner's request to the Regional Board for a full evidentiary hearing of this
10 matter. Petitioner further reserves the right to provide supporting declarations, evidence, and points
11 and authorities at the time of any request to reactivate this Request for Stay.

12
13 **I. Statement of Relevant Facts**

14 After eight years of source control and investigation conducted by Petitioner in compliance
15 with Regional Board directives, the Regional Board issued "Cleanup and Abatement Order No. R4-
16 2008-0034," on July 25, 2008, compelling Gillette to undertake all assessment, monitoring,
17 reporting, cleanup, and abatement of effects of volatile organic compounds ("VOCs") and other
18 contaminants allegedly discharged to soil at the former Paper Mate site in Santa Monica, California
19 ("Site") and commingled in groundwater with discharges from multiple other sources. While
20 making reference to the contributions of other parties to this commingled plume, the Regional
21 Board denied Petitioner any opportunity to introduce evidence to refute the CAO's findings as to
22 the extent of Petitioner's contribution. Further, the Regional Board denied Petitioner the
23 opportunity to refute purported findings and conclusions compelling "uninterrupted replacement
24 water service" and to restore "that portion of the City of Santa Monica's water supply made
25 unusable as a result of chemicals released" at the Site.

26 Petitioner has been inexplicably singled out by the Regional Board as the sole party
27 responsible for the commingled plume despite substantial findings and evidence to the contrary,
28 and despite the Regional Board's acknowledgement of multiple contributors to the commingled

1 plume under the Site and in its vicinity. Accordingly, Petitioner submits concurrently a Petition for
2 Review and Hearing that outlines in depth the reasons the Order is improper and invalid. On the
3 following legal grounds, Petitioner requests that a stay of the Order be issued pending review of the
4 Order by the State Board.

5 As a result of the current Order, and without relief from the State Board, Petitioner stands to
6 bear what are tantamount to punitive costs and expenses and exposure to administrative civil
7 liabilities.

8 9 **II. Legal Grounds for Issuance of a Stay**

10 **A. There Will Be Substantial Harm to Gillette If the Stay Is Not Granted**

11 In light of the information set forth in the Petition for Review, it is beyond dispute that
12 Gillette will be substantially harmed if a stay of the Order is not granted. Petitioner has made a
13 formal request to the Regional Board for an evidentiary hearing. In order to allow the Regional
14 Board time to consider Petitioner's request, Petitioner asks that this Request for Stay be placed in
15 abeyance with the opportunity afforded to Petitioner to document the injuries alleged. At bottom,
16 the efforts of the Regional Board to hold Gillette solely and exclusively responsible for
17 contamination of water supply wells is completely unjustified, particularly in light of the Regional
18 Board's knowledge of the involvement of other potentially responsible parties (PRPs) in
19 contributing to that contamination. The unwarranted expenditure of transaction costs and effort
20 associated with implementation of the Order in its present form results in undue burden and
21 prejudice to Petitioner and forces Petitioner to seek relief via additional, expensive, and time-
22 consuming administrative and civil litigation proceedings.

23 The Order, as issued, contains compliance dates that precede the issuance date of the Order;
24 and includes compliance dates for documents already submitted to the Regional Board. Further,
25 although the Regional Board acknowledges that Petitioner is "currently in the process of selecting a
26 vendor" for a major, multi-million dollar remediation project at the Site, the Order contains a
27 compliance date of August 30, 2008 to deliver a "final" detailed plan for the in-situ thermal
28 treatment ("ISTT"). In addition, Petitioner cannot meet subsequent dates specified in the Order

1 relating to the ISTT – September 30, 2008 and April 30, 2009. Further, the Order contains the
2 obligation to present a water replacement plan by December 31, 2008 without regard to the scope,
3 extent and nature of the resource being replaced. Attached hereto as Exhibit A is a list of
4 compliance dates imposed by the CAO that cannot be met by Petitioner.

5 The requirement of providing a replacement water report is deceptive in that it may appear
6 to pose no immediate injury in that the first compliance requirement is submittal of a plan on
7 December 31, 2008. The submittal requirement is premised, however, upon a false conclusion that
8 replacement water is necessary and by its very name suggests that the volume, quality, and rate of
9 water needed to be replaced is known or can be known within five months. In light of the fact that a
10 comprehensive remediation plan for ground water is not due until December 31, 2009, there exists
11 no means by which Petitioner can determine the extent and scope of a plan to replace water.
12 Further, the determination of Petitioner's responsibility for replacement water, and to restore water
13 it has allegedly impacted -- when the Regional Board itself admits that multiple parties are
14 involved -- in and of itself immediately damages Petitioner's legal position with regard to other
15 contributing parties and places it in the untenable position of allowing a major contributing party,
16 the water provider (the City of Santa Monica or "COSM"), to demand whatever amounts, quality,
17 rate, and duration it wants.

18
19 B. No Substantial Harm Will Be Incurred by Other Interested Persons or the Public if
20 the Stay is Granted

21 No evidence is cited in the Order relevant to the operation and management of COSM's
22 water delivery system. The information that is known, however, does not support the conclusion
23 that COSM's water delivery system has been adversely impacted by contamination from the Site.

24 Since Gillette's discovery of soil and groundwater contamination at the Site in 2000,
25 Gillette has worked at the direction and under the oversight of the Regional Board, in compliance
26 with all Regional Board orders, to comprehensively investigate, characterize, and remediate the
27 contamination for which it is responsible. [See Exhibit B attached to Petition for Review.] There
28 is no evidence that any contamination from the Site has impacted groundwater that COSM

1 produces for distribution to its customers. Indeed, COSM has, for many years, provided for both
2 blending and treatment at its Arcadia treatment facility of regionally-contaminated water produced
3 by SM-3 and SM-4. It is worth noting that COSM has not sought to use SM-7, for any purpose,
4 since approximately 1995, and that well presently has no pump and no electricity. Further, the
5 CAO makes no finding, and cites no evidence, that COSM has been required to purchase
6 replacement water from the Los Angeles Metropolitan Water District based on any contamination
7 in the Olympic sub-basin, particularly given COSM's ability to pump more water from SM-3 and
8 SM-4 and given its existing facilities to appropriately treat water from those wells. In fact, the
9 necessity to purchase replacement water seems unlikely, given COSM's ability to pump more
10 water from SM-3 and SM-4 than it is currently pumping, and to use existing treatment facilities to
11 appropriately treat water from those wells. Finally, there is evidence demonstrating that water
12 production in the sub-basin is impacted by the presence of COSM's own MBTE plume originating
13 at the COSM Corporate Yard property. Thus, the Order prejudices Petitioner's legal position while
14 awarding COSM, itself a contributor to regional groundwater contamination, the benefit of a
15 windfall without any evidence, hearing or judicial proceeding.

16 Gillette has spent or will spend over \$68 million to comply with Regional Board directives
17 to date, many of which are repeated in the Order. With respect to technical work being performed,
18 the Order is redundant, unnecessary and grossly in violation of the State Board's policy of
19 progressive enforcement. The rights of all interested stakeholders are already being adequately
20 protected by the current process, in which Gillette is complying with the previously issued orders
21 of the Regional Board. Granting the requested Stay will not prejudice anyone because Gillette is
22 proceeding with the remediation of soils and shallow groundwater underlying the site, and with the
23 investigation and delineation of potential contamination in deeper groundwater, in any event.

1 C. There Are Substantial Questions of Fact and Law Regarding the Order

2 The Petition for Review accompanying this Request for Stay raises issues of statewide
3 concern, abuse of discretion, and legal infirmities. The CAO is defective and invalid for both
4 procedural and substantive reasons. The CAO is beyond the authority of the Regional Board,
5 inappropriate in the circumstances, and unsupported by any evidentiary record. The following
6 summarizes, but is not an all-inclusive list, of the actions about which Petitioner complains:
7

8 **Procedural Defects.**

9 1. There is no evidentiary record to support the CAO, and there is no way to ascertain
10 such a record in support of the findings and requirements of the Order. Petitioner has been given
11 no reasonable opportunity to be heard and, in the absence of a record to support the CAO, is
12 without a basis to defend itself against the punitive actions imposed on it by the Order.

13 2. The Order includes Required Actions not supported by any evidence. For example,
14 the Order requires Gillette to restore portions of the City of Santa Monica's water supply made
15 unusable as a result of releases at the Site even though there is no evidence, and there are no
16 findings in the Order, that support this conclusion.

17 3. The Order includes General Provisions that have no nexus or relevance to, nor are
18 they supported by, findings of fact or substantial evidence. For example, the Order requires Gillette
19 to provide uninterrupted replacement water service based only on a bare assertion that Gillette has
20 "impaired" such service even though there is no evidence, and there are no findings in the Order,
21 that support this conclusion.

22 4. Petitioner has been harmed by unlawful *ex parte* communications between the
23 decision-maker and the prosecution, both technical and legal, in violation of statutory and
24 constitutional protections, and has reason to believe it has been harmed as a result of
25 communications between the decision-maker and the City of Santa Monica, itself a contributing
26 responsible party for regional groundwater contamination.

27 5. The Order was issued in contravention of the State Board's policy of progressive
28 enforcement. There is no evidence of, and no assertion of, non-compliance by Petitioner. On the

1 contrary, Petitioner has been fully cooperative in complying with the prior orders of the Board, and
2 has and will spend \$68 million in the course of this history of compliance. See Exhibit B to the
3 Petition.

4 6. The Order fails to identify evidence in support of the requirement imposed upon
5 Petitioner to provide technical reports and plans.

6
7 **Substantive Defects.**

8 1. The Order contains compliance dates that the Regional Board knows, and that the
9 Regional Board acknowledges in the Order, cannot be met, thereby exposing Gillette to civil
10 penalties that can only be described as punitive in nature. For example, the Order states as a
11 finding that: "Gillette is currently in the process of selecting a vendor for the ISTT remedial
12 work." The "ISTT" is a complex, expensive project intended to remediate soil and shallow
13 groundwater at the Site; it has been approved by the Regional Board and Gillette is in the process
14 of, as the Order acknowledges, seeking a contractor to design, construct, operate and dismantle the
15 ISTT. Yet, the Order mandates that Gillette submit a "final design" by August 30, 2008—a date
16 that Gillette cannot meet as the Regional Board must concede by its own finding of fact. By
17 including this compliance date in the Order, the Regional Board exposes Gillette to punitive civil
18 penalties.

19 2. The Order imposes obligations solely on Gillette with respect to replacement water
20 and groundwater restoration even though there is a vast amount of information, of which the
21 Regional Board is aware, documenting that the groundwater under and in the vicinity of the Site
22 has been contaminated by multiple parties. Further, the Regional Board is well aware of numerous
23 discharging facilities within the immediate vicinity of the Site. Indeed, the Order states: "The data
24 showed that VOCs likely have been released from several other facilities in the area, some of which
25 are performing separate investigations under LARWQCB or other agency oversight." At the
26 Regional Board's request, Petitioner submitted a list of potentially responsible parties to the
27 Regional Board in July 2006. See Exhibit C to the Petition. Finally, the Regional Board also is
28

1 aware that there are contaminants under the Site that were never used on the Site and that, by their
2 nature, could not have originated from the Site

3 3. The Order imposes obligations solely on Gillette with respect to replacement water
4 and groundwater restoration in the Olympic sub-basin even though COSM had previously informed
5 the Petitioner and the Regional Board that it would not increase pumping from its Olympic field
6 production wells for fear of pulling its own MTBE contamination to those wells. A memo from
7 Joan Atkins, Acting Director of Environment and Public Works, to the Mayor and City Council on
8 April 8, 2008, stated that a remedial action being proposed was necessary "to allow the City to
9 begin extracting groundwater from the Olympic Well Field Sub Basin to providing drinking water
10 to its residents." The memo further stated that the remedial action is "expected to continue at least
11 through Fiscal Year 2013-2014." It is fundamentally unfair to require one party to provide
12 replacement water for a water purveyor which itself has stated that its own contamination prevents
13 further pumping until at least the end of Fiscal Year 2013-2014. See Exhibit D to the Petition.

14 4. The Order compels treatment of quantities of groundwater in excess of lawful basin
15 plan requirements.

16 Petitioner will, in a subsequent submittal, further elaborate on the procedural and
17 substantive issues raised above.

18 On the foregoing grounds, Petitioner respectfully requests that its Petition for Stay be
19 granted pending review of the Order.

20 Dated: August 25, 2008

Respectfully submitted,

21 LINER YANKELEVITZ
22 SUNSHINE & REGENSTREIF LLP

23
24 By: 

25 Kevin C. Mayer
26 Attorney for Petitioner
27 THE GILLETTE COMPANY
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Exhibit A

Dates of Order Imposed Compliance That Cannot be Met by Petitioner

- August 15, 2008 -- Requirement to submit a work plan by July 15 (preceding the CAO) when it had agreed to an August 15 due date (the document was submitted by August 15)
- August 30, 2008 -- Requirement of an in-situ thermal treatment ("ISTT") "detailed plan"
- September 30, 2008 -- Requirement to initiate construction of the ISTT system
- December 31, 2008 -- Requirement to submit Water Replacement Plan
- April 30, 2009 -- Requirement to complete the installation of the ISTT system

1
2
3 **PROOF OF SERVICE**

4 I am employed in the County of Los Angeles, State of California. I am over the age of 18
5 and not a party to the within action. My business address is 1100 Glendon Avenue, 14th Floor, Los
6 Angeles, California 90024-3503. On August 25, 2008, I served the within document(s) described
7 as:

8 **REQUEST FOR STAY**

9 on each interested party in this action as stated below:

10 State Water Resources Control Board
11 Office of Chief Counsel
12 Jeannette L. Bashaw, Legal Analyst
13 1001 "I" Street, 22nd Floor
14 Sacramento, CA 95814

15 E-mail: jbashaw@waterboards.ca.gov

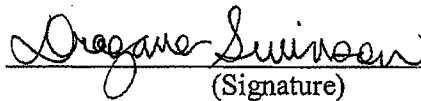
16 ☒ (BY E-MAIL) By transmitting a true copy of the foregoing document(s) to the e-mail
17 addresses set forth above.

18 ☒ (BY OVERNIGHT DELIVERY) I deposited in a box or other facility regularly maintained
19 by Federal Express, an express service carrier, or delivered to a courier or driver authorized
20 by said express service carrier to receive documents, a true copy of the foregoing
21 document(s) in a sealed envelope or package designated by the express service carrier,
22 addressed as set forth above, with fees for overnight delivery paid or provided for.

23 I declare under penalty of perjury under the laws of the State of California that the
24 foregoing is true and correct.

25 Executed on August 25, 2008, at Los Angeles, California.

26 Dragana Swinson
27 (Type or print name)

28 
(Signature)